

No Fee

Corp ID. = 1697

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

AVON PHARMACY, INC. dba College House

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as
amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is

Avon Pharmacy, Inc.

SECOND: The address of its present registered office is

95 Humboldt Avenue, Providence, R.I. 02906

THIRD: The address to which its registered office is to be changed is

56 Pine Street, Providence, RI 02903

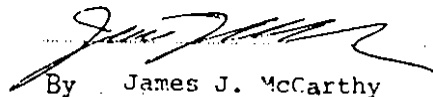
FOURTH: The name of its present registered agent is B. Lucius Zarlenga

FIFTH: The name of its successor registered agent is John P. Barylick

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated February 26, 1988


By James J. McCarthy

Its President

STATE OF *Rhode Island* }
COUNTY OF *Providence* } SC.

At *Providence* in said county on this *26th* day
of *February*, 1988, personally appeared before me *James J. McCarthy*
who, being by me first duly sworn, declared that he
is the *President* of *Avon Pharmacy, Inc.*
that he signed the foregoing document as *President* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public

ENTERED APR 22 1988